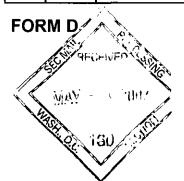
Failure to file notice in the appr failure to file the appropriate fedexemption is predicated on the fili



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in a loss of the federal exemption. Conversely, loss of an available state exemption unless such



07053971

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0076 Expires: May 31, 2005 Estimated average burden

hours per form

FORM D

NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION

SEC USE ONLY					
Prefix		Serial			
		• ;			
DA	TE RECEIV	ED			

1		
Name of Offering		(□ check if this is an
amendment and name has changed, and indicate change.)		•
2007 Convertible Promissory Note and Preferred Stock Warrant Financing		
Filing Under (Check box(es) that apply): ☐ Rule 504 ☐ Rule 505 ☒ Rule 506 ☐ Secti	on 4(6) ULOE	
Type of Filing: □ New Filing ☑ Amendment		
A. BASIC IDENTIFICATION DA	TA	
Enter the information requested about the issuer		
Name of Issuer (check if this is an amendment and name has changed, and indicate changed	ge.)	•
Tagent Corporation		
Address of Executive Offices (Number and Street, City, State, Zip Code)	Telephone Number (Incli	uding Area Code)
1250 Oakmead Parkway, Suite 210, Sunnyvale, CA	(408) 501-8830	
Address of Principal Business Operations (Number and Street, City, State, Zip Code)	Telephone Number (Incli	uding Area Code)
(if different from Executive Offices) Same as above	Same as above	
Brief Description of Business		
design, development and marketing of RFID tags		
Type of Business Organization		
☑ corporation ☐ limited partnership, already formed ☐ other (please specify): ☐ business	trust 🗆 limited partnershi	p, to be formed OCECCED
Month	Year	- PHOULOULD
Actual or Estimated Date of Incorporation or Organization:	4 ⊠ Actual □ E	Estimated MAY 2 1 2007.
Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbrevia	tion for State:	artoon.
CN for Canada: FN for other foreign jurisdiction)	បា	E COMSON

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

A. BASIC IDENTIFICATION DATA

j.

- 2. Enter the information requested for the following:
 - Each promoter of the issuer, if the issuer has been organized within the past five years;
 - Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
 - Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and

- il	□ Promoter	☑ Beneficial Owner	⊠ Executive Officer	□ Director	☐ General as Managing Pas	
Full Name (Last name first, i	f individual)					•
Paul Lovoi						
Business or Residence Addre	ss (Number and	Street, City, State, Zip Code)	<u>-</u> .		
c/o Tagent Cornoration 12	50 Oakmead Par	kway., Suite 210, Sunnyvale	· CA		.•	
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☑ Director	☐ General as Managing	
Full Name (Last name first, i	f individual)				*	
F.: Th						
Felix Theeuwes Business or Residence Addre	ess (Number an	d Street, City, State, Zip Code)			
Dusiness of Residence Addit	235 (Number um	a on cet, only, orace, hip code	,			
c/o Durect Corporation, 102				-		
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☑ Director	☐ General as Managing	
Full Name (Last name first, i	f individual)					
Jarie Bolander						
Business or Residence Addre	ess (Number and	d Street, City, State, Zip Code)	,		
ole Weens Communities 13	50 Oakmand Day	deniary Suita 210 Supprissala	· CA			
Check Box(es) that Apply:		kway., Suite 210, Sunnyvale Beneficial Owner	Executive Officer	☑ Director	☐ General a	nd/or
Check box(es) mar Appry.	- Homotes	Er Beneficial Owner	L Excedite Offices	E Director	Managing	
Full Name (Last name first, i	f individual)	•••			. <u></u>	
Aleksandar Totic						
	ess (Number an	d Street, City, State, Zip Code		· .		
220		•	,			
	50 Oakmood Bar					
	□ Promoter	kway., Suite 210, Sunnyvale Beneficial Owner	e, CA Executive Officer	☐ Director	☐ General;a	nd/or
Check Box(es) that Apply:	☐ Promoter			☐ Director	☐ General;a Managing	nd/or
Check Box(es) that Apply:	☐ Promoter			☐ Director		nd/or
Check Box(es) that Apply: Full Name (Last name first, i Woodtoga Holdings, Inc.	☐ Promoter	☑ Beneficial Owner	☐ Executive Officer	☐ Director		nd/or
Check Box(es) that Apply: Full Name (Last name first, i Woodtoga Holdings, Inc.	☐ Promoter		☐ Executive Officer	☐ Director		nd/or
Check Box(es) that Apply: Full Name (Last name first, i Woodtoga Holdings, Inc. Business or Residence Addre	Promoter if individual) ess (Number and	☑ Beneficial Owner	Executive Officer		Managing	nd/or
Check Box(es) that Apply: Full Name (Last name first, i Woodtoga Holdings, Inc. Business or Residence Addre c/o Radm Russell W. Gorm	Promoter if individual) ess (Number and	☑ Beneficial Owner d Street, City, State, Zip Code	Executive Officer		Managing	nd/or Partne
	Promoter if individual) ess (Number and an, Woodtoga H Promoter	☑ Beneficial Owner d Street, City, State, Zip Code oldings, Inc., 335 Old La Ho	Executive Officer	, Woodside, CA 94	Managing 061 ☐ General a	nd/or Partne
Check Box(es) that Apply: Full Name (Last name first, i Woodtoga Holdings, Inc. Business or Residence Addre c/o Radm Russell W. Gorm Check Box(es) that Apply: Full Name (Last name first, i	☐ Promoter if individual) ess (Number and an, Woodtoga H ☐ Promoter if individual)	☑ Beneficial Owner d Street, City, State, Zip Code oldings, Inc., 335 Old La Ho □ Beneficial Owner	☐ Executive Officer c) nda Road, P.O. Box 620683 ☐ Executive Officer	, Woodside, CA 94	Managing 061 ☐ General a	nd/or Partne
Check Box(es) that Apply: Full Name (Last name first, i Woodtoga Holdings, Inc. Business or Residence Addre c/o Radm Russell W. Gorm Check Box(es) that Apply: Full Name (Last name first, i	☐ Promoter if individual) ess (Number and an, Woodtoga H ☐ Promoter if individual)	☑ Beneficial Owner d Street, City, State, Zip Code oldings, Inc., 335 Old La Ho	☐ Executive Officer c) nda Road, P.O. Box 620683 ☐ Executive Officer	, Woodside, CA 94	Managing 061 ☐ General a	nd/or Partne

B. INFORMATION ABOUT OFFERING					
	Yes	No			
1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?		X			
Answer also in Appendix, Column 2, if filing under ULOE.					
2. What is the minimum investment that will be accepted from any individual?					
3. Does the offering permit joint ownership of a single unit?	Yes ⊠	No			
4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commis-					
sion or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.		101 <u>.</u>			
Full Name (Last name first, if individual)					
None.					
Business or Residence Address (Number and Street, City, State, Zip Code)					
Name of Associated Broker or Dealer					
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers					
(Check "All States" or check individual States)		II States			
[AL] [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [GA] [HI] [IL] [IN] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MN] [MS]	[ID] [MO]				
[MT] [NE] [NV] [NH] [NJ] [NM] [NY] [NC] [ND] [OH] [OK] [OR]	[PA]				
[RI] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WV] [WI] [WY]	[PR]				
Full Name (Last name first, if individual)					
None.					
Business or Residence Address (Number and Street, City, State, Zip Code)					
Name of Associated Broker or Dealer		-			
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers					
(Check "All States" or check individual States)	A 🗆	II States			
[AL] [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [GA] [HI] [IL] [IN] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MN] [MS]	[MO]				
[MT] [NE] [NV] [NH] [NJ] [NM] [NY] [NC] [ND] [OH] [OK] [OR]	[PA]				
[RI] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WV] [WI] [WY] Full Name (Last name first, if individual)	[PR]				
None.					
Business or Residence Address (Number and Street, City, State, Zip Code)					
Name of Associated Broker or Dealer					
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers					
(Check "All States" or check individual States)	ΠА	ll States			
[AL] [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [GA] [HI]	[ID]				
[IL] [IN] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MN] [MS] [MT] [NE] [NV] [NH] [NJ] [NM] [NY] [NC] [ND] [OH] [OK] [OR]	[MO] [PA]				
[RI] [SC] [SD] [TN] [TX] [UT] [VA] [WA] [WV] [WI] [WY]	[PR]				

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1. Enter the aggregate offering price of securities included in this offering and the tot already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchang	e offering,	
check this box \(\Pi\) and indicate in the columns below the amounts of the securities offered fo and already exchanged.	r exchange	
, ,	Aggregate	Amount Already Sold
Type of Security	Offering Price	
Debt		+-
Equity	\$ <u> </u>	\$
Convertible Securities (including warrants)	\$ 500,000,00	\$ 390 000.00
Partnership Interests		
Other (Specify)		
Total		
Answer also in Appendix, Column 3, if filing under ULOE.		
2. Enter the number of accredited and non-accredited investors who have purchased securities offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, i the number of persons who have purchased securities and the aggregate dollar amount of purchases on the total lines. Enter "0" if answer is "none" or "zero."	ndicate	
Accredited Investors	Number Investors 5	Aggregate Dollar Amount of Purchases \$ 390,000.00
Non-accredited Investors	· · · · · · · · · · · · · · · · · ·	
Total (for filings under Rule 504 only)		
Answer also in Appendix, Column 4, if filing under ULOE.	<u></u>	
3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all s sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) mon to the first sale of securities in this offering. Classify securities by type listed in Part C - Ques	ths prior	·
Type of Offering	Type of Security	Dollar Amount Sold
Rule 505		\$
Regulation A		s
Rule 504		\$
Total		\$0
4. a. Furnish a statement of all expenses in connection with the issuance and distribution securities in this offering. Exclude amounts relating solely to organization expenses of the information may be given as subject to future contingencies. If the amount of an expense not known, furnish an estimate and check the box to the left of the estimate.	he issuer.	
Transfer Agent's Fees		\$0
Printing and Engraving Costs	·····	\$0
Legal Fees		\$ 15,000.00
Accounting Fees	C	\$0
Engineering Fees		\$0
Sales and Commissions (specify finders' fees separately)		\$0_
Other Expenses (identify) State exemption filings		s <u>0</u>
Total	<u>1</u>	S 15,000.00

	C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AN	ND US	E OF P	ROCEEDS	S	
	b. Enter the difference between the aggregate offering price in response to Part C - Quetion 1 and total expenses furnished in response to Part C - Question 4.a. This difference the "adjusted gross proceeds to the issuer."					\$ 485,000.00
5.	Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish a estimate and check the box to the left of the estimate. The total of the payments listed mu equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4 above.	in st				
			Of Dire	ments to ficers, ectors, & filiates		Payments to Others
	Salaries and fees		\$	0		\$0
	Purchase of real estate		\$	0		\$0
	Purchase, rental or leasing and installation of machinery and equipment		\$	0		\$0
	Construction or leasing of plant buildings and facilities		\$	0		\$0
	Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)		\$	0_	-	\$0
	Repayment of indebtedness		\$	0	X	\$485,000.00
	Working capital		\$	0		\$ <u> </u>
	Other (specify):		\$	0		\$0
			\$	0		\$0
	Column Totals		\$	0	X	\$ <u>485,000.00</u>
	Total Payments Listed (column totals added)			x \$ <u>48</u>	35,000	<u>).00</u>
	D. FEDERAL SIGNATURE		· ·-	 		
follo	issuer has duly caused this notice to be signed by the undersigned duly authorized person. Is swing signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and E is staff, the information furnished by the issuer to any non-accredited investor pursuant to parag	xchan,	ge Comi	nission, up	der Ru on wri	tle 505, the
	er (Print or Type) ent Corporation		4	—— Date May	· 2, 200)7
	te of Signer (Print or Type) Title of Signer (Print or Type) See W. Jenett Title of Signer (Print or Type))			'

- ATTENTION -

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

APPENDIX

1	2 .									;
	Type of security Intend to sell and aggregate to non-accredited offering price investors in State (Part B-Item 1) (Part C-Item 1)			Type of investor and amount purchased in State (Part C-Item 2)				Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)		
State	Yes	No	Convertible Notes and Warrants to Purchase Preferred Stock	Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No	
AL										
AK										
AZ										
AR										
CA		Х	\$370,000.00	1	\$370,000.00	0	0		Х	
со										
СТ								_		
DE										
DC				·	=	,		_	,	
FL									~	
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MA					_					
МІ										
MN				-	,					
MS										
МО										
МТ										

1	Intend to non-ad	to sell corredited s in State	Type of security and aggregate offering price offered in state	Type of investor and amount purchased in State				5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)		
State	(Part B	No No	(Part C-Item 1)	Number of Accredited Investors	Amount	C-Item 2) Number of Non-Accredited Investors	Amount	Yes	No No	
State	103	110		III/CSIOIS	Amount	investors	Amount	163	110	
NE							,			
NV										
NH										
NJ										
NM										
NY										
NC										
ND									,	
ОН		Х	\$20,000.00	2	\$20,000.00	0	0		х	
ОК										
OR										
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